

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

)	
Highfields Capital Ltd., Highfields Capital I LP,)	
Highfields Capital II LP,)	
)	
Plaintiffs,)	
)	
v.)	Civil Action No. 04-10624 MLW
)	
SCOR, S.A.,)	
)	
Defendant.)	
)	

**PLAINTIFFS' CROSS-MOTION FOR A PROTECTIVE ORDER BARRING
DISCOVERY FROM PLAINTIFFS' INVESTORS**

Plaintiffs Highfields Capital Ltd., Highfields Capital I LP, and Highfields Capital II LP (collectively, “Plaintiffs” or “Highfields”), respectfully request that the Court issue a protective order prohibiting SCOR from pursuing any discovery directly from Highfields’ investors and further prohibiting SCOR from contacting Highfields’ investors in connection with this litigation. As its grounds, Plaintiffs state that the investors are not parties to this action, that the proposed discovery has no relevance to the merits of this case and will not otherwise assist in the resolution of any matter presently before this Court, that the burdens involved in such discovery are immense while the benefits are negligible and speculative, and that Highfields’ investors possess a legitimate expectation of privacy that should not be invaded in the absence of exceptional circumstances not present here.

In further support of its motion, Plaintiffs rely on the Memorandum of Law in Opposition to Defendant’s Motion to Declare Highfields’ Investor Lists Not “Privileged Material” and in Support of Plaintiffs’ Cross-Motion for a Protective Order Barring Discovery from Plaintiffs’

Investors, as well as an Affidavit of Joseph F. Mazzella, which are filed under seal contemporaneously.

WHEREFORE, Plaintiffs respectfully request that the Court enter a protective order barring SCOR from taking any discovery from Highfields' investors and further barring SCOR from contacting Highfields' investors in connection with this litigation, and grant Plaintiffs such other and further relief as is just and proper under the circumstances.

REQUEST FOR ORAL ARGUMENT

In accordance with LR 7.1(d), Plaintiffs hereby request oral argument on the grounds that Plaintiffs believe that oral argument may assist the Court and that Plaintiffs wish to be heard.

FOLEY HOAG LLP

/s/ Ian J. McLoughlin

Lisa C. Wood, BBO# 543811

Kenneth S. Leonetti, BBO #629515

Ian J. McLoughlin, BBO # 647203

Patrick J. Valley, BBO # 663866 Seaport World
Trade Center West

155 Seaport Boulevard

Boston, MA 02210-2600

Tel: (617) 832-1000

Fax: (617) 832-7000

e-mail - lwood@foleyhoag.com

Attorneys for Plaintiffs

June 22, 2006

Rule 7.1 Certification

Pursuant to LR 7.1(A)(2), I hereby certify that counsel to Highfields has conferred with counsel to SCOR in an effort to resolve or narrow the issues subject of this motion. Counsel discussed this motion via telephone conference on June 19, 2006. The parties have not been able to agree upon the relief requested herein.

/s/ Lisa C. Wood
Lisa C. Wood, BBO# 543811

CERTIFICATE OF SERVICE

I hereby certify that on this 22nd day of June, 2006, a true copy of the above document was served by hand upon Douglas H. Meal, the attorney of record for Defendant at Ropes & Gray LLP, One International Place, Boston, MA 02110-2624.

/s/ Ian J. McLoughlin
Ian J. McLoughlin, BBO# 647203